



RIPE NCC
RIPE NETWORK COORDINATION CENTRE

Amendments to the Articles of Association

Athina Fragkouli, Chief Legal Officer



Previous Improvements

EB Members and Candidates

Executive Board Members



- 2020: Joint representation from two to four members

Article 10 – Executive Board: Authority and Representation

10.4 The authority to represent the Association shall be vested in the Executive Board. ~~Two~~ members of the Executive Board, acting jointly, shall also be authorised to represent the Association.

Article 10 – Executive Board: Authority and Representation

10.4 The authority to represent the Association shall be vested in the Executive Board. **Four** members of the Executive Board, acting jointly, shall also be authorised to represent the Association.

Athina Fragkouli | RIPE NCC General Meeting | 28 October 2020

18

Executive Board Members



- 2022: Authority if insufficient number of EB members

Article 10 - Executive Board: Authority and Representation

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graph LR; A["If one or more members of the EB prevented from acting* or if vacancy"] --> B["Remaining EB members are temporarily in charge"]; C["If all EB members prevented from acting* or if vacancy"] --> D["RIPE NCC Managing Director is temporarily in charge"]; E["*Suspension, illness and no contact for more than five days, inaccessibility with no contact for more than five days"]
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*Suspension, illness and no contact for more than five days, inaccessibility with no contact for more than five days

Article 10 - Executive Board: Authority and Representation

- The EB has full authority with at least two members left

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graph LR; A["Less than three EB members"] --> B["The remaining members must convene a GM for the election of more EB members"]; C["Proposed addition: One or no EB members"] --> D["Managing Director to convene a GM for the appointment of two or more EB members"]
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Athina Fragkouli | RIPE NCC General Meeting | 26 October 2022

8

Executive Board Candidates



- 2020: Amendments proposed by the EB Elections Task Force

Proposed amendments for *Article 9 - Part 1*:

A nomination for the appointment of an EB member needs:

- the written support of at least five Members

Proposed amendment from EB Elections Task Force

- **a certified copy of an official identification document**
- **a signed statement that declares**
 - **adherence to the CoC for Candidates, and**
 - **that he/she never committed fraud or other financial misconduct in any jurisdiction**

Athina Fragkouli | RIPE NCC General Meeting | 28 October 2020

12

Executive Board Requirements



- 2023: Open House in May 2023
- Various options discussed

**RIPE 86
DEMO ROOM**

Executive Board Requirements

- Requirements or restrictions relating to RIPE NCC Executive Board positions could be developed and applied
 - Limit the number of Executive Board members that have employment relationships with the same company or organisation
 - Limit the number of Executive Board members that (partially) own the same company or organisation
 - Limit the number of Executive Board members that have have the nationality of the same country or territory
 - Executive Board members may not be in the board of another Regional Internet Registry (RIR), ICANN or the Internet Society
 - Executive Board members may not be chairs of RIPE community working groups or members of the NRO Number Council

Christian Kaufmann | RIPE NCC Open House | 16 May 2023

Speaking: [CK]



New Requirements

Proposal

EB Members Cannot Be:



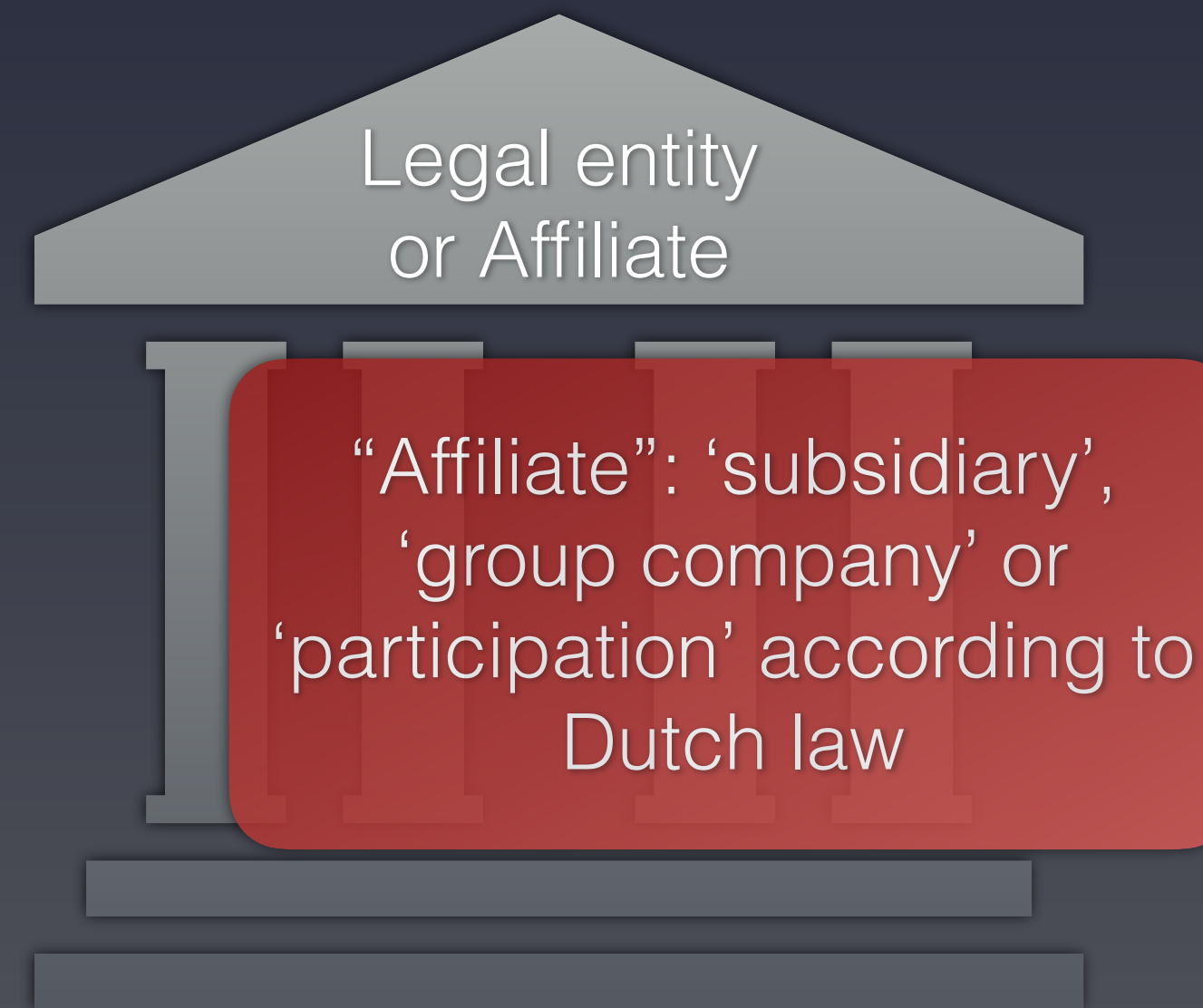
- Employees
- Significant shareholders



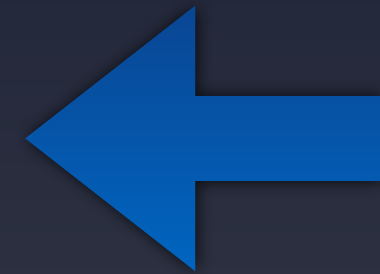
EB Members Cannot Be:



- Employees
- Significant shareholders



EB Members Cannot Be:



- Employee
- Significant shareholder



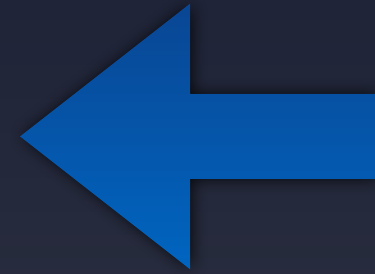
EB Members Cannot Be:



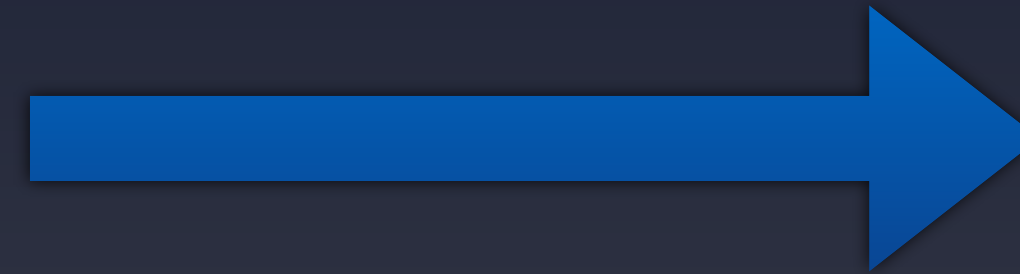
- Partners
- Employees



EB Members Cannot Be:



- Partner
- Employee



EB Members Cannot Be:



- Board member of
 - Another RIR
 - ICANN
 - ISOC
- Member of ASO AC



Proposed Amendments

To the Articles of Association

Extra Criteria for EB Candidates



Nominees must sign a statement where they declare that they are not:

- Employed by the same legal entity or affiliate as an Executive Board member.
- A significant shareholder of the same legal entity or affiliate as an Executive Board member.
- Employed by a legal entity or affiliate that an Executive Board member is a significant shareholder of.
- Significant shareholders of a legal entity or affiliate that an Executive Board member is an employee of.
- A partner or an employee of a partnership in which a member of the Executive Board participates as a partner or works as an employee;
- A board member of another RIR, ICANN or ISOC; and
- A member of the ASO AC.

Proposed Article 9.1(c)

Extra Criteria for EB Candidates



Nominees must sign a statement where they declare that they are not:

- Employed by the same legal entity or affiliate as an Executive Board member.
- A significant shareholder of the same legal entity or affiliate as an Executive Board member.
- Employed by a legal entity or affiliate that an Executive Board member is a significant shareholder of.
- Significant shareholders of a legal entity or affiliate that an Executive Board member is an employee of.
- A partner or an employee of a partnership in which a member of the Executive Board participates as a partner or works as an employee;
- A board member of another RIR, ICANN or ISOC; and
- A member of the ASO AC.

Proposed Article 9.1(c)

Extra Criteria for EB Candidates



Nominees must sign a statement where they declare that they are not:

- Employed by the same legal entity or affiliate as an Executive Board member.
- A significant shareholder of the same legal entity or affiliate as an Executive Board member.
- Employed by a legal entity where an Executive Board member is a significant shareholder of.
- Significant shareholders of a legal entity or affiliate that an Executive Board member is of.
- A partner or an employee of a partnership in which a member of the Executive Board participates as a partner or works as an employee;
- A board member of another RIR, ICANN or ISOC; and
- A member of the ASO AC.

Proposed Article 9.1(c)

Not applicable
to Board members
whose term expires

Multiple Seat Elections



Nominees must sign a statement in which they declare:

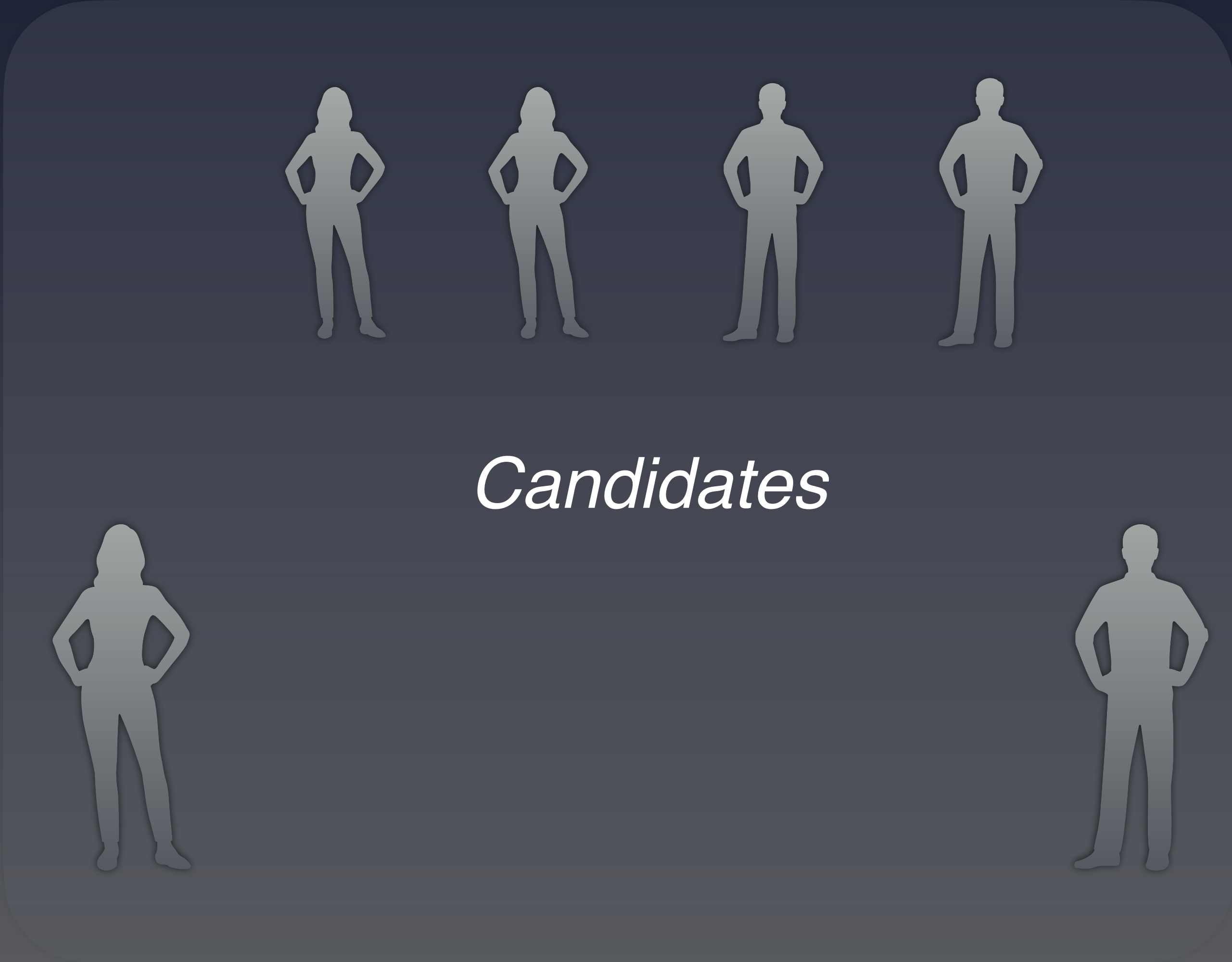
- the legal entity they are an employee of and the Affiliates of this legal entity,
- the legal entities they are a significant shareholder of and the Affiliates of these legal entities and
- the partnerships they are a member of or employee of.

Proposed Article 9.1(d)

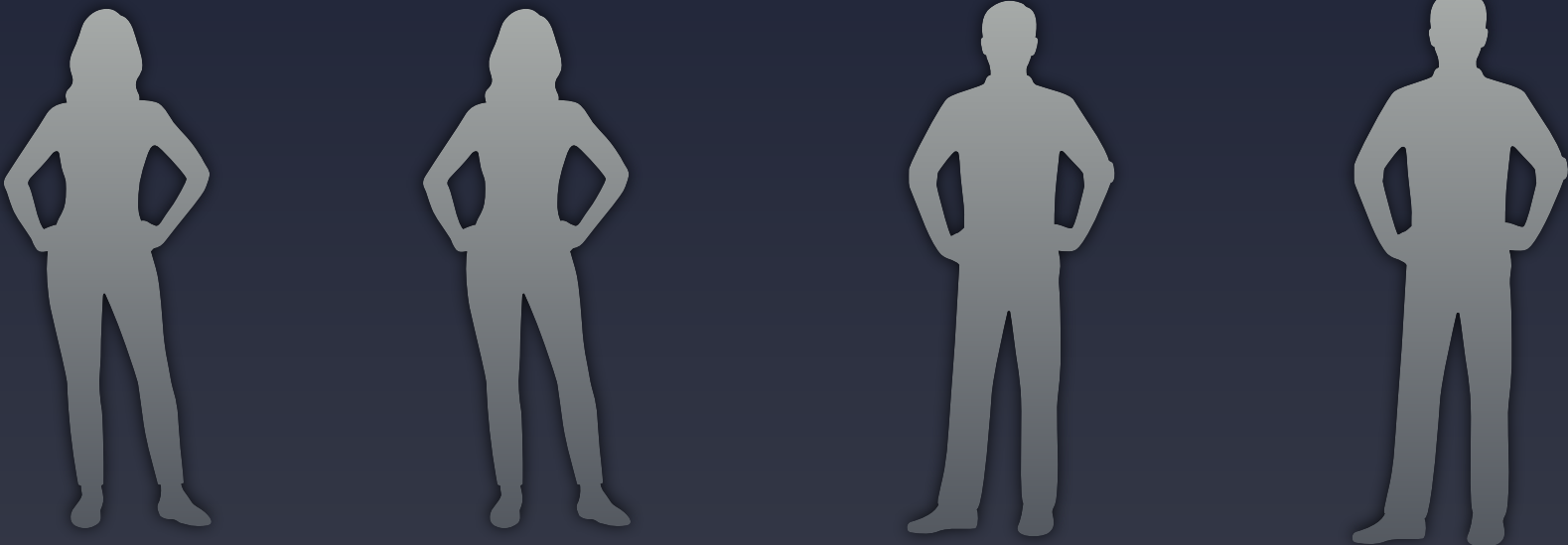
Multiple Seat Elections



Proposed amendments
to Article 18.2



Multiple Seat Elections



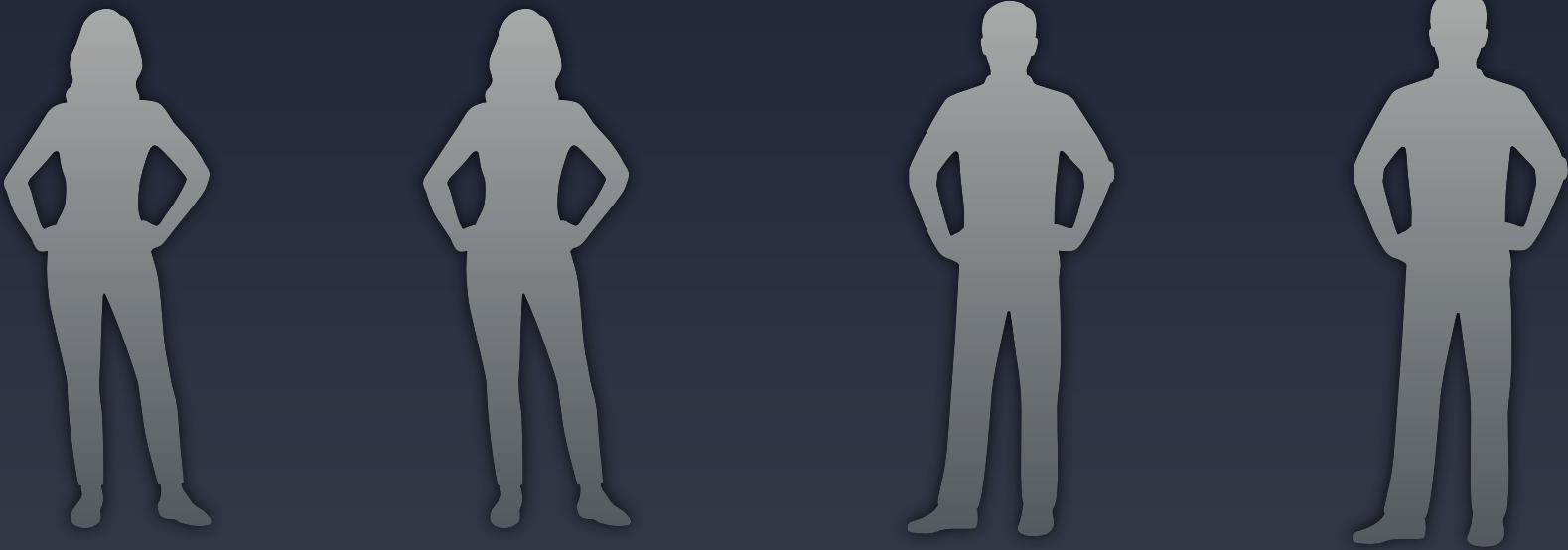
Proposed amendments
to Article 18.2



1st seat winner



Multiple Seat Elections



Proposed amendments
to Article 18.2

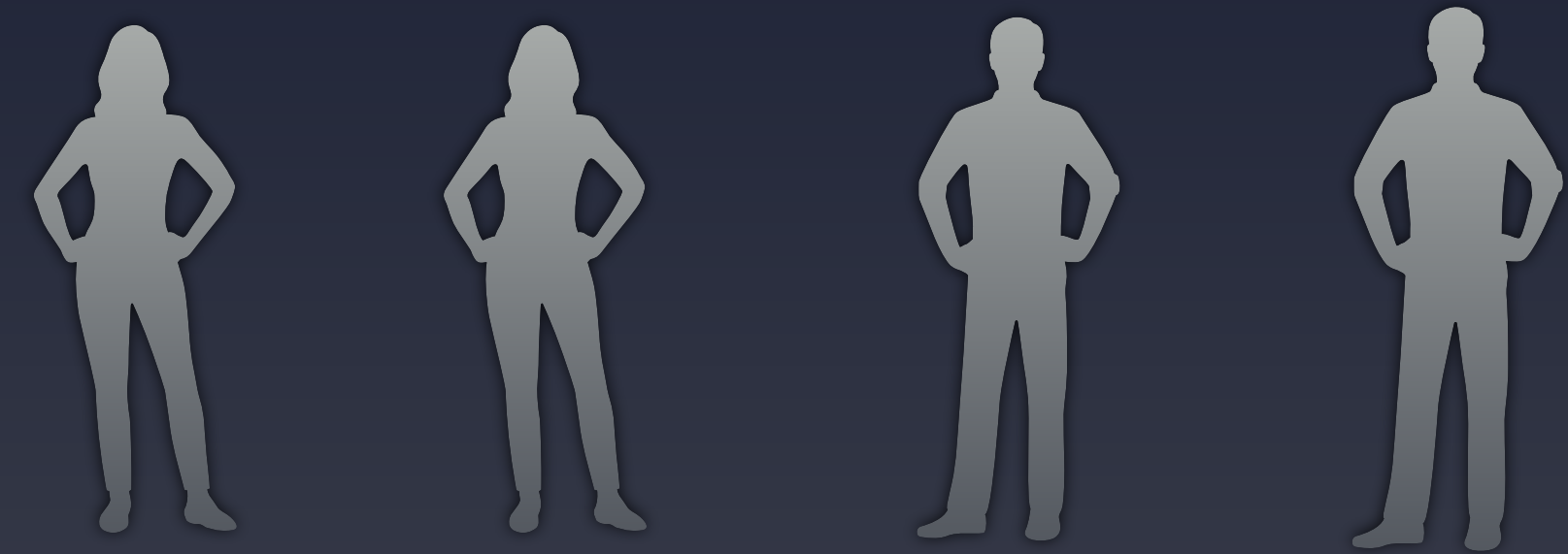


1st seat winner



*Winner of
next round*

Multiple Seat Elections



Proposed amendments
to Article 18.2



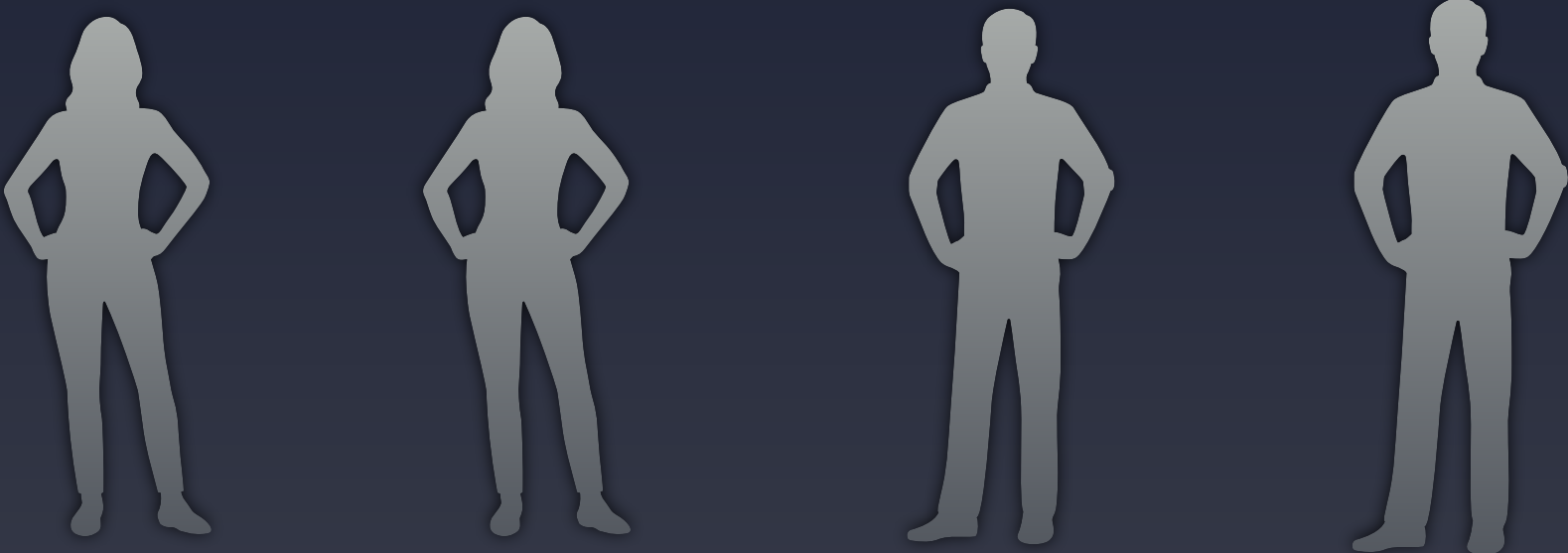
1st seat winner

Nominees must sign a statement where they declare that they are not:

- Employed by the same legal entity or affiliate as an Executive Board member.
- A significant shareholder of the same legal entity or affiliate as an Executive Board member.

Statement
no longer true
because of
1st seat winner

Multiple Seat Elections



Proposed amendments
to Article 18.2



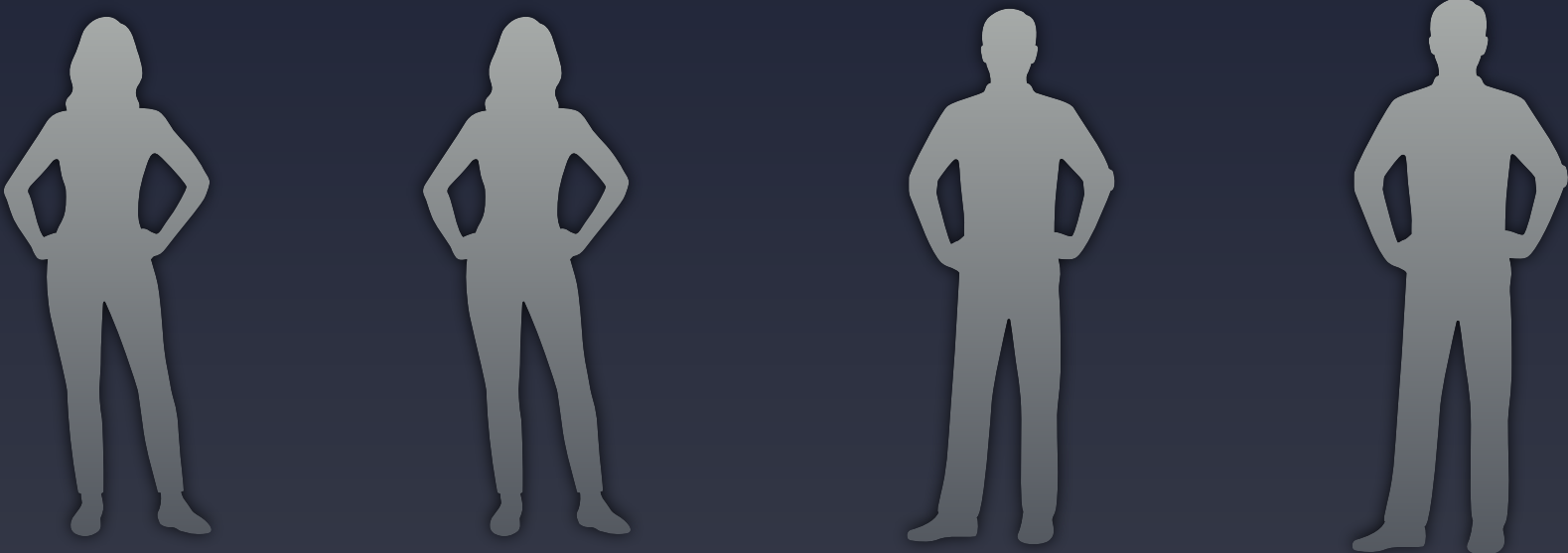
1st seat winner



Multiple Seat Elections

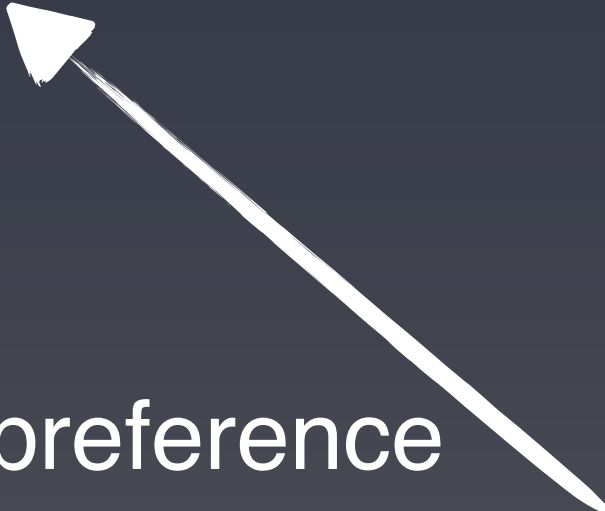


Proposed amendments
to Article 18.2



1st seat winner

Votes to next preference



End of EB Membership



Proposed amendments
to Article 9.8

Additional reason for ending the
EB membership:

If the documents submitted by an
EB member to become candidates
are proven to be falsified or
containing false information

End of EB Membership



Nominees must sign a statement where they declare that they are not:

- Employed by the same legal entity or affiliate as an Executive Board member.
- A significant shareholder of the same legal entity or affiliate as an Executive Board member.
- Employed by a legal entity or affiliate that an Executive Board member is a significant shareholder of.
- Significant shareholders of a legal entity or affiliate that an Executive Board member is an employee of.
- A partner or an employee of a partnership in which a member of the Executive Board participates as a partner or works as an employee;
- A board member of another RIR, ICANN or ISOC; and
- A member of the ASO AC.

Proposed amendments
to Article 9.8

End of EB Membership



Nominees must sign a statement where they declare that they are not:

- Nominees must sign a statement in which they declare:

- the legal entity they are an employee of and the Affiliates of this legal entity,

- the companies they are a significant shareholder of and the Affiliates of these companies and

- the partnerships they are a member of or employee of.

- A member of the ASO AC.

Proposed amendments
to Article 9.8

End of EB Membership



Nominees must sign a statement where they declare that they are not:

- Nominees must sign a statement in which they declare:
 - the legal entity they are an employee of and the Affiliates of this legal entity.

Proposed amendments to Article 9.8

- Certified copy of an official identification document
- A signed statement that declares:
 - Adherence to CoC for Candidates
 - They never committed fraud or other financial misconduct in any jurisdiction



Other Proposed Amendments

Pronouns



- ***They / them*** everywhere
 - Replacing *he / him*





Questions



athina.fragkouli@ripe.net